

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

ROBERT H. AYLOR, JR., On Behalf of :
 Himself and All Others Similarly Situated, :
 :
 Plaintiff, : Civil Action No. 05-CV-00222 (SLR)
 :
 v. : Related Cases:
 XYBERNAUT CORPORATION, : 1:05-CV-00242 (SLR)
 EDWARD G. NEWMAN, STEVEN A. : 1:05-CV-00256 (SLR)
 NEWMAN, M.D., AND THOMAS D. : 1:05-CV-00268 (SLR)
 DAVIS, : 1:05-CV-00310 (SLR)
 : 1:05-CV-00334 (JJF)
 : 1:05-CV-00354 (SLR)
 Defendants. :

**DECLARATION OF JAMES L. HOLZMAN IN SUPPORT OF THE AL MESNAD
GROUP'S MOTION FOR THE CONSOLIDATION OF ALL RELATED ACTIONS,
TO BE APPOINTED LEAD PLAINTIFF, AND FOR THE APPROVAL
OF SELECTION OF CO-LEAD AND LIAISON COUNSEL**

PRICKETT, JONES & ELLIOTT, P.A.
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*Proposed Liaison Counsel for The Al Mesnad
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Dated: June 14, 2005

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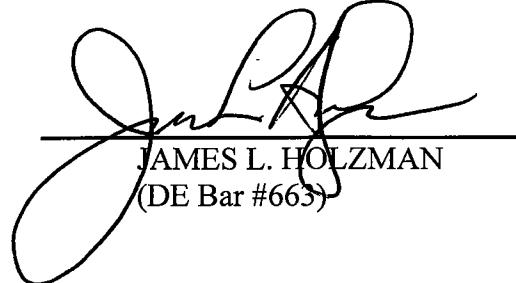
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James L. Holzman, declares and says:

1. I am an attorney admitted to practice in this District and am counsel for the Khalid Nassera Al Mesnad, Edward J. Paige, Nurol Menkul Kiymetler A.S., and Joyce R. Starr (collectively the “Al Mesnad Group” or “Movants”). I am submitting this declaration in support of their motion for appointment as Lead Plaintiff and selection of Cohen, Milstein, Hausfeld & Toll, P.L.L.C. and Murray, Frank & Sailor LLP as co-Lead Counsel and Prickett, Jones & Elliott, P.A. as Liaison Counsel.
2. Attached as Exhibit A is a true and correct copy of a notice to shareholders of Xybernaut Corporation dated April 15, 2005.
3. Attached as Exhibit B are true and correct copies of the Al Mesnad Group’s certifications to serve as Lead Plaintiffs and calculations of their losses.
4. Attached as Exhibit C hereto is a copy of the firm resume of Cohen, Milstein, Hausfeld & Toll, P.L.L.C.
5. Attached as Exhibit D is a copy of the firm resume of Murray, Frank & Sailor, LLP.
6. Attached as Exhibit E is a copy of the firm resume of Prickett, Jones & Elliott, P.A.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 14th day of June, 2005 at Wilmington, DE.



JAMES L. HOLZMAN
(DE Bar #663)

CERTIFICATE OF SERVICE

I hereby certify that on June 14, 2005, I electronically filed **DECLARATION OF JAMES L. HOLZMAN IN SUPPORT OF THE AL MESNAD GROUP'S MOTION FOR THE CONSOLIDATION OF ALL RELATED ACTIONS, TO BE APPOINTED LEAD PLAINTIFF, AND FOR THE APPROVAL OF SELECTION OF CO-LEAD AND LIAISON COUNSEL** which will send notification of such filing to the following:

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